

**UNITED STATES DISTRICT COURT
DISTRICT OF MINNESOTA**

In re BAYCOL PRODUCTS LITIGATION

MDL No. 1431
(MJD/JGL)

This Document Relates to:

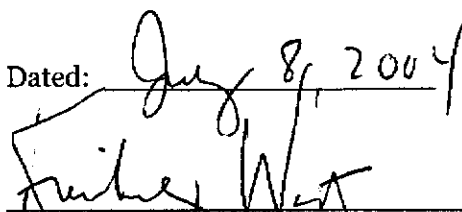
*BlueCross and BlueShield of Minnesota
v. Bayer AG, et al.*

Case No. 03-4648

**STIPULATION AND ORDER OF VOLUNTARY DISMISSAL
WITH PREJUDICE**

IT IS HEREBY STIPULATED AND AGREED by and between counsel for plaintiff and counsel for defendants that the above-captioned matter be and is hereby voluntarily dismissed with prejudice pursuant to Fed. R. Civ. Pro. 41(a)(1). The parties shall each bear their own costs.

Dated: July 8, 2004



Kimberly R. West
WALLACE JORDAN RATLIFF & BRANDT LLC
P.O. Box 530910
Birmingham, Alabama 35253
(205) 874-0352

Attorney for Plaintiff

SCANNED

AUG 17 2004

U.S. DISTRICT COURT MPLS

Dated: 8/02/04

Susan A. Weber / WSH
Susan A. Weber
James W. Mizgala
SIDLEY AUSTIN BROWN & WOOD LLP
Bank One Plaza
10 South Dearborn Street
Chicago, IL 60603
(312) 853-7000

Philip S. Beck
Adam Hoeflich
BARTLIT BECK HERMAN PALENCHAR
& SCOTT LLP
54 West Hubbard Street, Suite 300
Chicago, IL 60603
(312) 494-4400

Gene C. Schaerr
SIDLEY AUSTIN BROWN & WOOD LLP
1501 K Street, N.W.
Washington, D.C. 20005
(202) 736-8000

Richard K. Dandrea
ECKERT SEAMENS CHERIN & MELLOTT, LLC
USX Tower, 600 Grant St., 44th Floor
Pittsburgh, PA. 15219
(412) 566-6000

Peter W. Sipkins (No.101540)
DORSEY & WHITNEY LLP
Suite 1500
50 South Sixth Street
Minneapolis, MN 55402
(612) 340-2600

Counsel for Bayer Corporation and Bayer AG

Dated: 8/02/04

Fred T. Magaziner / WSH
Scott A. Smith
Tracy J. Van Steenburgh
HALLELAND LEWIS NILAN
SIPKINS & JOHNSON, P.A.
220 South Sixth Street, Suite 600
Minneapolis, Minnesota 55402-4501
(612) 338-1838

Fred T. Magaziner
DECHERT LLP
4000 Bell Atlantic Tower
1717 Arch Street
Philadelphia, PA 19103
(215) 994-4000

*Counsel for SmithKline Beecham
Corp. d/b/a GlaxoSmithKline
and GlaxoSmithKline plc*

IT IS HEREBY ORDERED, pursuant to the above Stipulation, that this action is dismissed with prejudice.

DATED: AUG 16 2004

A handwritten signature in black ink, appearing to read "Michael J. Davis", written over a horizontal line.

The Honorable Michael J. Davis
United States District Court

BlueCross Blue Shield, No. 03-4648